

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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ORDER UNDER FED. R. BANKR. P. 9019 AUTHORIZING AND APPROVING
SETTLEMENT AGREEMENT WITH XM SATELLITE RADIO, INC.

("XM SETTLEMENT ORDER")

Upon the motion, dated April 21, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") Under Fed. R. Bankr. P. 9019 Authorizing And Approving Settlement Agreement With XM Satellite Radio, Inc. (the "Settlement Agreement"); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors' decision to enter into the Settlement Agreement is reasonable and appropriate under the circumstances and is approved.

2. The Debtors are hereby authorized to enter into the Settlement Agreement.

Dated: New York, New York
May ___, 2006

UNITED STATES BANKRUPTCY JUDGE